RESPIRONICS INC
Form SC 14D9/A
January 28, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 3

to

SCHEDULE 14D-9

(RULE 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT UNDER SECTION 14(d)(4)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Respironics, Inc.

(Name of Subject Company)

Respironics, Inc.

(Names of Person(s) Filing Statement)

Common Stock, Par Value $0.01 Per Share

(Title of Class of Securities)

761230101

(CUSIP Number of Class of Securities)

Steven P. Fulton

**Vice President and General Counsel
1010 Murry Ridge Lane
Murrysville, Pennsylvania 15668
(724) 387-5200**

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

WITH COPIES TO:

Steven A. Rosenblum
Stephanie J. Seligman
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019
(212) 403-1000

¨ **Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

This Amendment No. 3 to the Schedule 14D-9 (this "Amendment"), filed with the U.S. Securities and Exchange Commission (the "SEC") on January 25, 2008, amends and supplements the Schedule 14D-9 filed with the SEC on January 3, 2008, as amended, by Respironics, Inc. (the "Company"), a Delaware corporation. The Schedule 14D-9 relates to a tender offer (the "Offer") by Moonlight Merger Sub, Inc., a Delaware corporation ("Offeror") and a direct wholly-owned subsidiary of Philips Holding USA Inc., a Delaware corporation ("Parent"), as disclosed in a Tender Offer Statement on Schedule TO dated January 3, 2008 (as amended or supplemented from time to time, the "Schedule TO"), to purchase all of the outstanding Shares at a purchase price of $66.00 per Share net to the seller in cash, without interest (the "Offer Price"), upon the terms and subject to the conditions set forth in the Offeror's offer to purchase dated January 3, 2008 (as amended or supplemented from time to time, the "Offer to Purchase") and in the related letter of transmittal (as amended or supplemented from time to time, the "Letter of Transmittal"), copies of which are attached to the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively.

The information in the Schedule 14D-9 is incorporated in this amendment by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 8(b). ***Additional Information; Regulatory Approvals.***

Item 8(b) is hereby amended by adding the following at the end thereof:

After consultations with staff of the FTC, the Company and Parent agreed that Parent's ultimate parent entity should voluntarily withdraw its HSR notification filing and refile such notification on the date of withdrawal, in order to facilitate the completion of the FTC's review of the offer and the merger. Such withdrawal and refiling was completed on January 25, 2007. Accordingly, the waiting period under the HSR Act with respect to the offer will expire at 11:59 p.m. New York City time on February 11, 2008, unless early termination of the waiting period is granted or a party receives a request for additional information or documentary material.

SIGNATURE

After due inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Amendment No. 3 to Schedule 14D-9 is true, complete and correct.

RESPIRONICS, INC.

By: /s/ Steven P. Fulton

Name: Steven P. Fulton

Title: Vice President and General Counsel

Dated: January 25, 2008